

5 12/1/89

RAILEASE

Inc
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206) 445-7400

RECORDED BY 12767-S
NOV 21 1989 -1 05 PM
INTERSTATE COMMERCE COMMISSION

9-325A019

November 20, 1989

RECORDED BY 12767-R
NOV 21 1989 -1 05 PM
INTERSTATE COMMERCE COMMISSION

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attn: Ms. Mildred Lee
Room 2303

Re: RAILEASE Inc Equipment Trust
1980 Series 3 - Amendment Agreement, Bill of Sale

Madam:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation an Amendment Agreement and Bill of Sale pertaining to an Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce, as follows:

- (1) Seven (7) executed counterparts of an Amendment Agreement, dated as of November 17, 1989, to an Equipment Trust Agreement dated as of September 30, 1980, between THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee, and RAILEASE Inc, a Washington corporation.
- (2) Five (5) executed counterparts of a Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to Railease Inc, releasing certain cars therein described from the Equipment Trust Agreement.

The address of RAILEASE Inc is 777 106th Avenue N.E., Bellevue, Washington 98004, and the address of THE CONNECTICUT BANK AND TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecticut 06115.

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981 at 9:40 a.m. and assigned recordation number 12767. We request that this Amendment Agreement and The Bill of Sale be assigned the next available letter designations under that primary number.

Also, please cross-index the Amendment Agreement with the following documents:

- a) Lease Assignment, Assumption and Supplement Agreement, dated as of November 13, 1979, among Brae Corporation, as lessor-

Ms. Noretta McGee
November 20, 1989
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assignor, RAILEASE Inc, as assignee, and Columbia & Cowlitz Railway Company, as Lessee.

Filed October 14, 1980 at 1:40 p.m. Recordation No. 11498-0

- b) Lease Assignment, Assumption and Supplement Agreement, dated as of October 22, 1980 among Brae Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and Mississippi and Skuna Valley Railway Company, as Lessee.

Filed December 4, 1980 at 5 p.m. Recordation No. 9875-AA

- c) Lease Assignment, Assumption and Supplement Agreement, dated as of October 9, 1980 among Brae Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and Texas, Oklahoma and Eastern Railway Company, as Lessee.

Filed November 3, 1980 at 11:55 a.m. Recordation No. 12381-A

- d) Lease Assignment, Assumption and Supplement Agreement, dated as of January 13, 1981 among Brae Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and South Central Tennessee Railway Company, as Lessee.

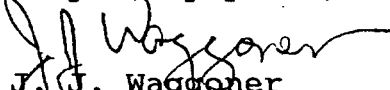
Filed January 23, 1981 at 3:45 p.m. Recordation No. 12806-A

The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement deletes all cars from the Equipment Trust Agreement. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of all cars from the Equipment Trust Agreement.

Enclosed is a check in the amount of \$75 to cover the ICC recordation fees.

You are hereby requested to return to the undersigned all remaining executed counterparts of the Amendment Agreement, Bill of Sale and this letter with filing data recorded thereon, promptly following recordation.

Very truly yours,


J. J. Waggoner
President

JJW:dl

Attachments

cc: Robert Corber, Esq.
P. E. Gladfelter
J. Scantling, Esq.

SCHEDULE A

Description of Trust Equipment

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>
None*	None*	None*	None*	None*

*All Trust Equipment is deleted and released from the Equipment Trust Agreement.

Interstate Commerce Commission
Washington, D.C. 20423

11/26/89

OFFICE OF THE SECRETARY

J.J. Waggoner
President
RaileaseInc.
Business Center Building
P.O.Box 1518
Bellevue, Washington 98009

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/21/89 at 1:05pm and assigned recordation number(s): 12767-R & 12767-S

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

The Connecticut Bank and Trust Company, N.A., as Trustee ("Trustee") under Equipment Trust Agreement 1980 Series 3 dated as of September 30, 1980 between said Trustee and RAILEASE Inc, in consideration of the sum of ONE DOLLAR (\$1.00) to it paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto RAILEASE Inc, a Washington Corporation, Transferee, all right, title and interest of the Trustee in and to the following railroad equipment:

<u>Quantity</u>	<u>Description of Unit</u>	<u>Car Nos.</u> <u>(All Inclusive)</u>
34	100 Ton, 60'6" Bulkhead Flatcars, Type FB	CLC 1301-1303; CLC 1305; CLC 1307; CLC 1309-1313; CLC 1316; CLC 1318-1319; CLC 1321-1322; CLC 1325; CLC 1327-1328; CLC 1330-1336; CLC 1339; CLC 1341-1344; CLC 1346-1347; CLC 1349-1350.
50		LWRN 9051-9100.
15		MSV 485-499;
96		TOE 4000-4028; TOE 4031-4045; TOE 4047-4092; TOE 4094-4099.
50		WCRC 1000; WCRC 1003-1007; WCRC 1010; WCRC 1012; WCRC 1016-1025; WCRC 1034-1036; WCRC 1038; WCRC 1040; WCRC 1050-1076.

<u>Quantity</u>	<u>Description of Unit</u>	<u>Car Nos.</u> <u>(All Inclusive)</u>
150	100 Ton, 60'6" A Frame Bulkhead Flatcars, Type FBS	CLC 1101-1250.
14	100 Ton 60' Open Top Hopper Cars, Type HT	SCTR 1205; 1212; 1219; 1220; 1222; 1231; 1235; 1249; 1257; 1261; 1264; 1268; 1271; 1278.

which equipment (the "Equipment") has been heretofore owned by Trustee as Trustee under said Equipment Trust Agreement,

TO HAVE AND TO HOLD all and singular the aforesaid interests in the Equipment to said Transferee, and its respective successors and assigns, for its and their own use and behoof forever.

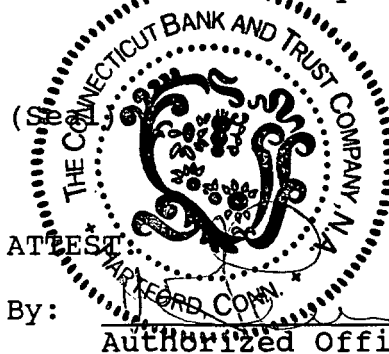
This Bill of Sale relinquishes all rights of the Trustee in and to the Equipment herein described, and releases said Equipment from all terms and provisions of said Equipment Trust Agreement.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed as of the ~~20th~~ day of November 1989.

THE CONNECTICUT BANK AND TRUST COMPANY, N.A., TRUSTEE

By: *[Signature]*
Title: Authorized Officer

ATTEST:
By: *[Signature]*
Authorized Officer



STATE OF CONNECTICUT)
COUNTY OF HARTFORD) ss.:

On this 20th day of November, 1989, before me personally appeared V. Glunt, who being by me duly sworn, say (s)he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., that the seal affixed to the foregoing instrument is the seal of said Corporation by authority of its By-Laws, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Maryanne C. Young
Notary Public

MY COMMISSION EXPIRES:

MARYANNE C. YOUNG
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992